

Prescott Thomas R.  
Form 4  
May 22, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Prescott Thomas R.

2. Issuer Name and Ticker or Trading Symbol  
Piedmont Office Realty Trust, Inc.  
[PDM]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
  
5565 GLENRIDGE  
CONNECTOR, STE. 450  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/18/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP-Midwest Region

ATLANTA, GA 30342

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	05/18/2018		D	454 <sup>(1)</sup> D \$ 17.93	34,002	D	
Common Stock	05/18/2018		F	400 <sup>(2)</sup> D \$ 17.93	33,602	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V (A) (D)		Date Exercisable Expiration Date	Title Number of Shares		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Prescott Thomas R. 5565 GLENRIDGE CONNECTOR STE. 450 ATLANTA, GA 30342			EVP-Midwest Region	

## Signatures

/s/ Laura P. Moon as Attorney-in-Fact for Thomas R. Prescott  
 Signature: \_\_\_\_\_ Date: 05/22/2018

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Of the 1,817 shares that vested on May 18, 2018, representing 25% of an initial award granted on May 18, 2017, Mr. Prescott elected to defer 25% of the award (equivalent of 454 shares) into the Piedmont Office Realty Trust, Inc. (the "Issuer") Executive NonQualified Deferred Compensation Plan ("NQDCP") (approved by the Board of Directors of the Issuer on December 5, 2013). A cash contribution
- (1) approximating the dollar value of the amount to be deferred will be covered by a Rabbi Trust established by the Issuer. Under the terms of the NQDCP, the dollar amount of the deferral is credited to the Rabbi Trust instead of crediting shares to the participant's share account. The investments of the Rabbi Trust will be substantially the same as the investments selected under the Issuer's 401(k) plan, including various mutual funds, but will not include ownership of Issuer common stock. Payouts under the NQDCP will be made only in cash.
  - (2) In connection with the vesting of 1,363 shares of deferred stock on May 18, 2018, representing shares vested net of deferral into the NQDCP mentioned above, 400 shares were forfeited by the employee and delivered to the Company to satisfy tax withholding obligations.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.